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FLORIDA PROFIT CORPORATION OR P.A.

RAGGED & BRENZO INTERANTIONAL, CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 1999

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SUBJECT: RAGGED & BRENZO INTERNATIONAL, CORP.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RAGGED & BRENZO INTERNATIONAL, CORP.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

*The name of the corporation is: RAGGED & BRENZO
INTERNATIONAL, CORP.*

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

JUAN FELIPE LARA
1006 Bay Drive - Suite #A-37
MIAMI BEACH, FL 33141 - USA

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*These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191*

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ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

1006 Bay Drive - Suite # A-37
MIAMI BEACH, FL 33141 - USA

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be two (2) initially. The name and street address of the initial Directors is:

JUAN FELIPE LARA
JUAN FERNANDO ARBELAEZ
1006 Bay Drive - Suite # A-37
MIAMI BEACH, FL 33141 - USA

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

JUAN FELIPE LARA, President
JUAN FERNANDO ARBELAEZ, Secretary
MARIA HELENA ROSERO, Treasury

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
220064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

JUAN FELIPE LARA
1006 Bay Drive - Suite # A-37
MIAMI BEACH, FL 33141 - USA

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
220064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

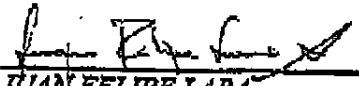
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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
25 DAY OF FEBRUARY 1999.


JUAN FELIPE LARA
Incorporator

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
320964 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

*The name of this corporation is **RAGGED & BRENZO INTERNATIONAL, CORP.***

The name and address of the Registered Agent and Registered Office is:

JUAN FELIPE LARA
1006 Bay Drive - Suite # A-37
MIAMI BEACH, FL 33141 - USA

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: FEBRUARY 25, 1999


JUAN FELIPE LARA

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TALLAHASSEE, FLORIDA

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 161616161
Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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